



DONELAN CLEARY  
WOOD & MASER, P.C.

RECORDATION NO. 22295 FILED

JUL 26 1999

3-30 RM

July 26, 1999

New Recordation No.

Dear Mr. Williams:

On behalf of Bankers Trust Company, as Collateral Agent, I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Security Agreement ("Security Agreement") dated as of July 19, 1999.

The parties to the enclosed Security Agreement are:

Bankers Trust Company  
(as Collateral Agent)  
130 Liberty Street  
New York, NY 10006

- SECURED PARTY/for Indexing  
MORTGAGEE

Levcon, Inc.  
Oakleaf Office Lane, Phase 2  
Memphis, Tennessee 38117

- BORROWER/for Indexing  
MORTGAGOR

The said Security Agreement, among other things, grants a security interest by the Borrower to the Secured Party in ALL ROLLING STOCK NOW OWNED OR HEREAFTER ACQUIRED and also now existing or hereafter acquired interest in any Rolling Stock.

The equipment covered by the instant Security Agreement is all now owned or hereafter acquired Rolling Stock.

A short summary of the Security Agreement to appear in the Surface Transportation Board Index is as follows:

"Covers all Rolling Stock now owned or hereafter acquired and all now existing or hereafter acquired interest therein."

Enclosed is a check in the amount of twenty-six dollars in payment of the filing fee.

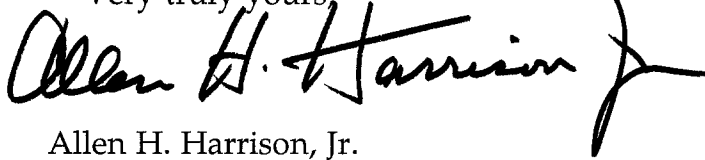
Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the

ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours

A handwritten signature in black ink, reading "Allen H. Harrison, Jr." with a stylized flourish at the end.

Allen H. Harrison, Jr.  
*Attorney for Bankers Trust Company,  
as Collateral Agent,  
for the purpose of this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

*Enclosures*

BY HAND

8208-020

**MEMORANDUM OF SECURITY AGREEMENT**

This MEMORANDUM OF SECURITY AGREEMENT, dated as of July 19, 1999, is made by Levcon, Inc., a Tennessee corporation (the "Company"), with an address at Oakleaf Office Lane, Phase 2, Memphis, Tennessee 38117 and Bankers Trust Company, secured party, as collateral agent for the secured creditors (the "Collateral Agent"), with an address at 130 Liberty Street, New York, New York 10006.


KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Pacer International, Inc. (the "Borrower"), each subsidiary of the Borrower (including the Company) and the Collateral Agent have entered into a Security Agreement, dated as of May 28, 1999 (the "Security Agreement"); and

WHEREAS, among the collateral pledged by the Company to the Collateral Agent are any and all railroad cars, locomotives, stacktrains and other rolling stock, and accessories used on such railroad cars, locomotives and other rolling stock (including superstructures and racks) (collectively, "Rolling Stock") NOW OWNED OR HEREAFTER ACQUIRED by the Company and all now existing and hereafter acquired interest of the Company in any Rolling Stock.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Security Agreement to be executed by their duly authorized officers as of the day and year first above written.

LEVCON, INC.

By:   
Name: Lawrence C. Yarberry  
Title: Executive Vice President

BANKERS TRUST COMPANY, as  
Collateral Agent

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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LEVCON, INC.

By: \_\_\_\_\_  
Name: Lawrence C. Yarberry  
Title: Executive Vice President

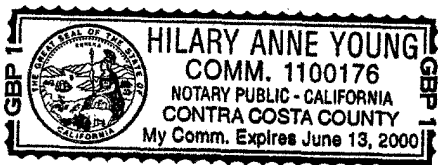
BANKERS TRUST COMPANY, as  
Collateral Agent

By:  \_\_\_\_\_  
Name: **GREGORY SHEFRIN**  
Title: **PRINCIPAL**

COUNTY OF Contra Costa )  
STATE OF California )

On this 19<sup>th</sup> day of July, 1999 personally appeared before me Lawrence C. Yarberry, who duly sworn by me, said that he is the Executive Vice President of Levcon, Inc. and is authorized to sign the foregoing Memorandum of Security Agreement on behalf of Levcon, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Hilary Anne Young  
Notary Public

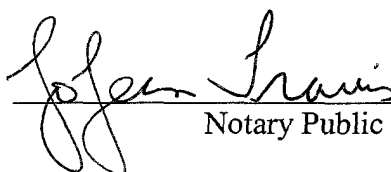
[SEAL]

My Commission expires: 6/13/2000

COUNTY OF New York )  
STATE OF New York )

On this 22<sup>ND</sup> day of July, 1999 personally appeared before me  
GREGORY STEFRIN who duly sworn by me, said that he/~~she~~ is the  
DIRECTOR of Bankers Trust Company and is authorized to sign the  
foregoing Memorandum of Security Agreement on behalf of Bankers Trust Company, as  
collateral agent.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

  
\_\_\_\_\_  
Notary Public

[SEAL]

My Commission expires:

JOJEAN TRAVIS  
Notary Public, State of New York  
No. 01TR5013241  
Qualified in New York County  
Commission Expires July 15, 2001